UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	**Chapter 11**
SUNEDISON, INC., *et al.*,	:	**Case No. 16-10992 (SMB)**
Debtors.[1]	:	**Jointly Administered**

SCHEDULE OF ASSETS AND LIABILITIES FOR
TERRRAFORM PRIVATE HOLDINGS, LLC (CASE NO. 16-13523)

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388), SunE Minnesota Holdings, LLC (8926) and TerraForm Private Holdings, LLC, (3523). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

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SUNEDISON, INC., *et al.*,	:	Case No. 16-10992 (SMB)
Debtors.	:	Jointly Administered

GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

On April 21, 2016 (the "**Initial Petition Date**"), SunEdison, Inc., ("**SUNE**") and twenty-five affiliated entities (each a "**Debtor**," and collectively, the "**Initial Debtors**") commenced voluntary cases under chapter 11 of title 11, United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"). Since the Initial Petition Date, sixteen (16) additional Debtors entities (collectively with the Initial Debtors, the "**Debtors**")[1] have filed voluntary petitions on various dates thereafter (together with the Initial Petition Date, the "**Petition Dates**").

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); and Terraform Private Holdings, LLC (3523). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043

The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' cases (collectively, the "**Chapter 11 Cases**") have been consolidated for procedural purposes only and are being jointly administered under case number 16-10992 (SMB).

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the "**Schedules and Statements**") were prepared pursuant to Bankruptcy Code section 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") by management of the Debtors with unaudited information available as of the Petition Dates.

These Global Notes and Statement of Limitations, Methodology and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "**Global Notes**") are incorporated by reference in, and comprise an integral part of, each of the Debtors' Schedules, sub-Schedules, Statements and sub-Statements, exhibits and continuation sheets, and should be referred to in connection with any review of the Schedules and Statements. Disclosure of information in one Schedule, sub-Schedule, Statement, sub- Statement, exhibit or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit or continuation sheet.

The Schedules and Statements and these Global Notes should not be relied upon by any persons for information relating to current or future financial conditions, events or performance of any of the Debtors.

Reservation of Rights. The Debtors' Chapter 11 Cases are large and complex. The Debtors' management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible, based on the information that was available to them at the time of preparation. Subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. Because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that these Schedules and Statements are accurate and/or complete.

The Debtors have made reasonable efforts to characterize, classify, categorize or designate the claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements correctly. Due to the complexity and size of the Debtors' businesses, however, the Debtors may have improperly characterized, classified, categorized or designated certain items. In addition, certain items reported in the Schedules and Statements could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the rights or obligations represented by such item.

Nothing contained in the Schedules and Statements or these Global Notes shall constitute an admission or a waiver of rights with respect to these Chapter 11 Cases, including, but not limited to, any issues involving substantive consolidation for plan purposes, subordination and/or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. For the avoidance of doubt, listing a claim on Schedule D as "secured," on Schedule E as "priority," on Schedule F as "unsecured priority," or listing a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant and/or contractual counterparty, or a waiver of a Debtor's right to recharacterize or reclassify such claim or contract. Failure to designate a claim on a given Debtor's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent," or "unliquidated" or that such claim is not subject to objection. The Debtors reserve their respective rights to dispute, or assert offsets, setoffs or defenses to any claim reflected on the Schedules as to the nature, amount, liability, or status or to otherwise subsequently designate any claim as disputed, contingent and/or unliquidated.

Reporting Date. Each Debtor's fiscal year ends on December 31. All asset and liability information, except where otherwise noted, is provided as of the applicable Petition Dates.

Basis of Presentation. SUNE has historically prepared quarterly and annual financial statements that were audited annually and included all of the Debtors, as well as the non-Debtor entities within the SUNE consolidated group. The Schedules and Statements are unaudited. Unlike the consolidated financial statements, the Schedules and Statements generally reflect the assets and liabilities of each Debtor on a non-consolidated basis. Accordingly, the amounts listed in the Schedules and Statements will likely differ, at times materially, from the consolidated financial reports prepared historically by SUNE for public reporting purposes or otherwise.

Although the Schedules and Statements may, at times, incorporate information prepared in accordance with United States generally accepted accounting principles ("**GAAP**"), the Schedules and Statements neither purport to represent nor reconcile to financial statements otherwise prepared and/or distributed by the Debtors in accordance with GAAP or otherwise.

Currency. All amounts are reflected in U.S. dollars, unless otherwise indicated. Assets, liabilities and payments denominated in foreign currencies were translated into U.S. dollars at market exchange rates.

Estimates and Assumptions. The preparation of the Schedules and Statements required the Debtors to make estimates and assumptions that affected the reported amounts of certain assets and liabilities, the disclosure of certain contingent assets and liabilities and the reported amounts of revenue and expense. Actual results could differ materially from these estimates.

Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual totals may be different than the listed totals.

Undetermined or Unknown Amounts. The description of an amount as "Undetermined" or "Unknown" is not intended to reflect upon the materiality of such amount. Certain amounts may be clarified during the course of the Chapter 11 Cases and certain amounts may depend on contractual obligations to be assumed as part of a sale in a bankruptcy proceeding under section 363 of the Bankruptcy Code.

Asset Presentation and Valuation. The Debtors' assets are presented at values consistent with their books and records. Generally speaking, for assets that are valued at fair value or the lower of cost or fair value, the Debtors value these assets using modeling techniques customarily used in the industry and uses market based information to the extent possible in these valuations. These values do not purport to represent the ultimate value that would be received in the event of a sale, and may not represent economic value as determined by an appraisal or other valuation technique. As it would be prohibitively expensive and an inefficient use of estate assets for the Debtors to obtain current economic valuations for all of their assets, unless otherwise noted, the carrying value on the Debtors' books (*e.g.*, net book value), rather than current economic values, is reflected on the Schedules and Statements.

Contingent Assets and Causes of Action. Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including, but not limited to, avoidance actions arising under Chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

The Debtors may also possess contingent and unliquidated claims against affiliated entities (both Debtor and non-Debtor) for various financial accommodations and similar benefits they have extended from time to time, including, but not limited to, contingent and unliquidated claims for contribution, reimbursement, and/or indemnification arising from various (i) guarantees, (ii) indemnities, (iii) tax sharing agreements, (iv) warranties, (v) operational and servicing agreements, (vi) shared service agreements and (vii) other arrangements.

Additionally, prior to the Petition Dates, each Debtor may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages for business-related losses. Refer to Statement Question No. 7 for each Debtor or corresponding attachment for a list of lawsuits commenced prior to the relevant Petition Dates in which the Debtor was a plaintiff, except as noted below.

Pledged Assets. A significant amount of the assets listed on the Debtors' Schedule A/B have been pledged as collateral by the Debtors and are outside of the Debtors' control. These assets include, among other things, cash, securities, inventories, equipment, equity interests in subsidiaries, and other related assets.

Liabilities. Some of the scheduled liabilities are unknown, contingent and/or unliquidated at this time. In such cases, the amounts are listed as "Unknown" or "Undetermined." Accordingly, the Schedules and the Statements may not equal the aggregate value of the Debtors' total liabilities as noted on any previously issued financial statements.

Confidentiality. Addresses of current and former employees (including directors and officers) of the Debtors are generally not included in the Schedules and Statements. Notwithstanding, the Debtors will mail any required notice or other documents to the address in their books and records for such individuals.

Intercompany Transactions. Prior to the Petition Dates (and subsequent to the Petition Dates but only pursuant to Bankruptcy Court approval), the Debtors routinely engaged (and continue to engage) in intercompany transactions with both Debtor and non-Debtor subsidiaries and Affiliates (including, but not limited to, TerraForm Power, LLC, TerraForm Power, Inc., TerraForm Global, LLC and TerraForm Global, Inc.). Prior to the Petition Dates, the Debtors' intercompany accounting was not always accurate and the Debtors and their professional advisors are continuing to work through the thousands of intercompany transactions among and between the Debtors and their non-Debtor subsidiaries and Affiliates post December 31, 2014. Once this reconciliation is completed, the Debtors will promptly file a comprehensive schedule reflecting intercompany balances and claims for each Debtor as of the Petition Dates. In addition, for Statement Questions 1 and 2, the Debtors have not included revenue on account of such intercompany activity for any period post December 31, 2014.

Bankruptcy Court First-Day Orders. The Bankruptcy Court has authorized the Debtors to pay various outstanding prepetition claims, including but not limited to, payments relating to the Debtors' employee wages and compensation, benefits, reimbursable business expenses, certain taxes and insurance, as well as certain critical vendors and lien claimants. Accordingly, the scheduled claims are intended to reflect sums due and owing before the Petition Dates for which the Debtors did not obtain relief from the Bankruptcy Court to satisfy. The estimate of claims set forth in the Schedules, however, may not reflect assertions by the Debtors' creditors of a right to have such claims paid or reclassified under the Bankruptcy Code or orders of the Bankruptcy Court.

Liens. The inclusion on Schedule D of creditors that have asserted liens against the Debtors is not an acknowledgement of the validity, extent or priority of any such liens, and the Debtors reserve their right to challenge such liens and the underlying claims on any ground whatsoever. Reference to the applicable agreements and other relevant documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in these Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Certain liens may have been inadvertently marked as disputed but had previously been acknowledged in an order of the Court as not being disputed by the Debtors. It is not the Debtors' intent that Schedules be construed to supersede any orders entered by the Bankruptcy Court.

Leases. In the ordinary course of their businesses, the Debtors lease facilities from certain third- party lessors for use in their daily operations. Any such leases are set forth in Schedule G. The property subject to any of such leases is not reflected in either Schedule A or Schedule B as either owned property or assets of the Debtors. Neither is the property subject to any such leases reflected in the Statements as property or assets of third-parties within the control of a Debtor. Nothing in the Schedules is or shall be construed as an admission or determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to any such issues.

Setoff. Prior to the Petition Dates, and in the ordinary course of their businesses, the Debtors incurred setoffs in connection with, among other things, intercompany and third-party transactions. Unless otherwise stated, certain setoffs that were incurred in the ordinary course or under customary practices are not listed in the Schedules and Statements and the Debtors have not intentionally offset amounts listed on Schedules A/B, D or E/F. Nonetheless, some amounts listed may have been affected by setoffs of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

Guarantees and Other Secondary Liability Claims. The Debtors have used their reasonable best efforts to locate and identify guarantees and other secondary liability claims (collectively, "**Guarantees**") in each of their executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Where such Guarantees have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guarantees. The Debtors have placed Guaranty obligations on Schedule H for both the primary obligor and the guarantor of the relevant obligation. Such Guarantees were also placed on Schedule D or E/F for each guarantor, except to the extent that such Guarantee is associated with obligations under an executory contract or unexpired lease identified on Schedule G. Further, it is possible that certain Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements may have been inadvertently omitted. Thus, the Debtors reserve their rights to amend the Schedules and Statements to the extent that additional Guarantees are identified. In addition, the Debtors reserve the right to amend the Schedules and Statements to recharacterize or reclassify any such contract or claim.

Insiders. For purposes of their responses to Statement Question Nos. 28 and 29, the Debtors have listed their respective officers and directors for each individual Debtor entity to the extent available based on current records. For purposes of Statement Question No. 4, the Debtors have included the following as "insiders": (a) all members of the board of directors of SUNE; (b) employees who hold the position of Executive Vice President or Senior Vice President or above; and (c) certain Debtor affiliates of each Debtor (representing either the direct parent or direct subsidiary – to the extent such Affiliate is also a Debtor). In the ordinary course of the Debtors' businesses, directors and officers of one Debtor may have been employed and paid by another Debtor or a non-Debtor Affiliate. The Debtors have only scheduled payments to "insiders" that were paid or reimbursed by a specific Debtor while the "insider" was in the employ of such Debtor.

Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including the federal securities laws, or with respect to any theories of liability or for any other purpose.

Signatory. The Schedules and Statements have been signed by Patrick M. Cook, in his capacity as Vice President – Capital Markets and Corporate Finance of SunEdison, Inc. In reviewing and signing the Schedules and Statements, Mr. Cook has necessarily relied upon the efforts, statements and representations of various of the Debtors' personnel and professionals. Mr. Cook has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

In addition to the foregoing, the following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

Schedules of Assets and Liabilities

Schedule A/B Notes.

- General. Each Debtor's assets in Schedule A/B are listed at net book value based on the Debtors' reasonable best efforts as of the Petition Dates unless otherwise noted and may not necessarily reflect the market or recoverable value of these assets as of the Petition Dates. As of the date of these filings, the Debtors are still in the process of closing their books and records as of December 31, 2015 as well as the Petition Dates. As such, the balances presented in Schedule A/B are subject to further revision and change

- Deposits and Prepayments (AB6 thru AB9). For several of the Debtors, deposits and prepaids are included in one trial balance amount and sufficient listing detail of each specific deposit and/or prepaid is not readily obtainable. As such, certain Debtors have presented the total value of deposits or prepayments as of the Petition Dates without this counterparty detail.

- Non-publicly traded stock (AB15). Ownership interests in subsidiaries and other Affiliates have been identified in AB15 in an undetermined amount because the fair market value of such ownership interest is dependent on numerous variables and factors that may cause their fair market value to differ materially from their net book value.

- Inventory Purchased within 20 days (AB 25/AB35). The Debtors purchased inventory and supplies on a regular basis, and the Debtors continued to make purchases within the 20 days prior to their respective Petition Dates. However, given the number of Debtors and the complexity of their businesses, it would be unduly burdensome to obtain and verify a list of all purchases made within 20 days of their respective Petition Dates. As such, the Debtors have not determined the value of inventory purchases within 20 days of the filing.

- Office Furniture, Fixtures and Equipment (AB38 thru AB45). In the Debtors' books and records, office equipment is included in one trial balance amount. As such, in certain instances, the Debtors have not specifically reported office equipment by office furniture, office fixtures, and office equipment.

- Business Licenses (AB62). The Debtors have listed all known business licenses for each Debtor. Any omissions were due to system limitations or inadvertent error. Under the Bankruptcy Code, any omitted business licenses are not impaired by omission. This Schedule may be amended at any time to add any omitted business licenses.

- Tax Refunds and Net Operating Losses (AB 72). Certain Debtors have accumulated significant net operating loss ("**NOLs**") carryforwards and other tax credit carryovers for United States federal and state income tax purposes. However, as of the Petition Dates, the estimated net book value of these NOLs is effectively zero due to the probability that these tax benefits will not be realized in the foreseeable future.

Schedule D Notes.

- Creditors' claims on Schedule D arose, or were incurred, on various dates. In certain instances, the date on which such claim arose is an open issue of fact.

- Except as otherwise agreed in accordance with a stipulation and order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien listed on Schedule D purported to be granted to a secured creditor or perfected in any specific asset.

- Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any creditor's claim or the characterization of the structure of any transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim.

- In certain instances, a Debtor may be a co-obligor or guarantor with respect to scheduled claims of other Debtors, and no claim scheduled on Schedule D is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors or other entities.

- The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in these Global Notes or in the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements or related documents.

Schedule E/F Notes.

- The Debtors have made reasonable efforts to report all priority and general unsecured claims against the Debtors on Schedule E/F based on the Debtors' books and records as of the Petition Dates.

- The Debtors have listed all known taxing authorities for each Debtor. These tax claims are, or may in the future be subject to audits, and the Debtors are unable to determine with certainty the amount of the tax claims listed on Schedule E/F. Therefore, the Debtors have listed such claims as "Undetermined" in amount, pending final resolution of the ongoing audits or outstanding issues. In addition, there may be other contingent, unliquidated claims from state and local taxing authorities, not all of which are listed.

- The Bankruptcy Court has approved the payment of certain unsecured employee claims against the Debtors including, without limitation, certain claims of employees for wages, salaries, and benefits including PTO. Due to confidentiality concerns, the Debtors have suppressed the addresses of the employee claimants listed on Schedule E/F. Additionally, due to system limitations and resource constraints within the Debtors' human resource functions, the Debtors are unable to accurately present accrued but unpaid remaining PTO as of the Petition Dates and have excluded such claims in the presentation of Schedule E/F. In general, all other employee claims for items that were not clearly authorized to be paid by the Bankruptcy Court have been included in the Schedules and Statements.

- The listing of any priority claim on Schedule E/F does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve the right to take the position that any claim listed on Schedule E/F is not entitled to priority.

- The Bankruptcy Court approved the payment of certain non-priority unsecured claims against the Debtors including, without limitation, claims of critical vendors and lien claimants. While the Debtors have made every effort to reflect the current obligations as of the Petition Dates on Schedule E/F, certain payments made, and certain invoices received, after the Petition Dates may not be accounted for in Schedule E/F.

- Schedule E/F also contains information regarding pending litigation involving the Debtors. However, certain omissions may have occurred. The inclusion of any legal action in the Schedules and Statements does not constitute an admission by the Debtors of any liability, the validity of any litigation, or the amount of any potential claim that may result from any claims with respect to any legal action and the amount and treatment of any potential claim resulting from any legal action currently pending or that may arise in the future.

- Schedule E/F includes information regarding the Debtors' surety bond obligations. The Debtors' surety bond portfolio is comprised of third-party bonded obligations. Although these bonds are the primary obligations of non-debtor Affiliates, certain of the Debtors have provided indemnities to the surety companies. The claims listed on Schedule E/F includes information on the applicable Debtors and reflect indemnification claims related to the surety bond obligations of certain non-debtor Affiliates.

- Schedule E/F does not include certain deferred liabilities, accruals or general reserves. Such amounts are general estimates and do not represent specific claims as of the Petition Dates for each respective Debtor.

Schedule G Notes.

- The Debtors hereby reserve all rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement Schedule G as necessary. Additionally, the placing of a contract or lease onto Schedule G shall not be deemed an admission that such contract is an executory contract or unexpired lease, or that it is necessarily a binding, valid and enforceable contract. Any and all of the Debtors' rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G are hereby reserved and preserved. In addition, the Debtors are continuing their review of all relevant documents and expressly reserve their right to amend all Schedules at a later time as necessary and/or to challenge the classification of any agreement as an executory contract or unexpired lease in any appropriate filing.

- Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. Schedule G may be amended at any time to add any omitted contract or agreement.

- The contracts, agreements and leases listed on Schedule G may have expired or may have been rejected, terminated, assigned, modified, amended and/or supplemented from time to time by various amendments, change orders, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings, and their inclusion on Schedule G is not an admission that the agreement is an executory contract, financing agreement or otherwise.

- Certain of the contracts, agreements and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, in certain instances, the specific Debtor obligor to certain of the executory contracts could not be specifically ascertained. In such cases, the Debtors have made their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract.

Schedule H Notes.

- In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation and claims. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counterclaims against other parties. Because all such claims are "contingent," "unliquidated" or "disputed," such claims have not been set forth individually on Schedule H.

Statement of Financial Affairs

Statement Questions 1 and 2 – Revenue. For purposes of these questions, the Debtors have not included revenue on account of intercompany activity among and between the Debtors for any period post December 31, 2014. Refer to Global Note "Intercompany Transactions" for further detail.

Statement Question 3 – 90 Day Payments. For the purpose of this question, all payments are listed on the Statement of the Debtor that actually made the payment.

Statement Question 4 – Payments to Insiders. For the purpose of this question, all payments are listed on the Statement of the Debtor that actually made the payment. Refer to Global Note "Insiders" for further detail.

Statement Question 7 – Legal Actions. The Debtors have made reasonable best efforts to identify all current pending litigation involving the Debtors. However, certain omissions may have occurred. The inclusion of any legal action in this question does not constitute an admission by the Debtors of any liability, the validity of any litigation, or the amount of any potential claim that may result from any claims with respect to any legal action and the amount and treatment of any potential claim resulting from any legal action currently pending or that may arise in the future.

Statement Question 11 – Payments Related to Bankruptcy. During the one year prior to the Petition Dates, the Debtors sought assistance from various professionals and have included all payments made to those professionals, including those services unrelated to the bankruptcy filing. Due to timing and resource limitations, the Debtors are unable to effectively bifurcate payments solely related to debt restructuring and/or bankruptcy for the one year period prior to the Petition Dates. As a result, the payments listed in response to this question may include payments not related to debt restructuring and/or bankruptcy for certain professionals listed.

Statement Questions 22-24 – Environmental Information. The Debtors have historically operated in many locations across the United States and globally. At some locations, the Debtors may no longer have active operations and may no longer have relevant records, or the records may no longer be complete or reasonably accessible or reviewable. Some individuals who once possessed such information are no longer employed by the Debtors. In light of the above, it may be possible that the Debtors did not identify and supply the requested information for every "site" and "proceeding" responsive to these Statement Questions. The Debtors have devoted substantial efforts towards identifying and providing the requested information. As such, the Debtors may supplement or amend this response in the future.

Statement Question 25 – Businesses in Which the Debtors Have an Interest. Given the complexities of the organizational structure of the Debtors, for purposes of Statement Question 25, the Debtors have listed only the direct subsidiaries of each Debtor entity.

Statement Question 26d – Recipients of Financial Statements. Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, SUNE and its subsidiaries file audited, consolidated financial statements with the SEC on an annual basis. No audited financial statements have been completed and issued for the fiscal year ended 2015 nor for any interim period thereafter. Because the SEC filings are of public record, SUNE does not maintain records of parties that request or obtain copies of any of the SEC filings from the SEC or SUNE. In addition, SUNE and its subsidiaries provide certain parties, such as lenders, auditors, potential investors, vendors, and its financial and legal advisors, with financial statements that may not be a part of a public filing. SUNE does not maintain or track such disclosures.

Statement Question 27 – Inventories. The Debtors' policy concerning the counts of inventory and its related components does not include counts of the entire inventory balance. Instead, cycle counts of portions of inventory are conducted on a periodic basis which varies by each respective Debtor entity. As such, this question reflects details from those cycle counts.

Statement Question 28 and 29 – Current and Former Officer and Directors. The Debtors have made reasonable best efforts to list the known current and former officers and directors for each Debtor entity based on a review of existing books and records and other available information which may not be complete and updated as of the Petition Dates. As such, there may be inadvertent errors or omissions for Statement Questions 28 and 29 due to these limitations. See Global Note "Insiders" for further detail.

Statement Question 30 – Payments, Distributions or Withdrawals to Insiders. Refer to Statement Question 4 for this item.

Fill in this information to identify the case:

Debtor name **TerraForm Private Holdings, LLC**

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) **16-13523**

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. ***Schedule A/B: Assets-Real and Personal Property*** (Official Form 206A/B)

   1a. **Real property:**
   Copy line 88 from *Schedule A/B*............................ $ **0.00**

   1b. **Total personal property:**
   Copy line 91A from *Schedule A/B*............................ $ **861,353.08**

   1c. **Total of all property:**
   Copy line 92 from *Schedule A/B*............................ $ **861,353.08**

Part 2: Summary of Liabilities

2. ***Schedule D: Creditors Who Have Claims Secured by Property*** (Official Form 206D)
   Copy the total dollar amount listed in Column A, *Amount of claim,* from line 3 of *Schedule D*............................ $ **0.00**

3. ***Schedule E/F: Creditors Who Have Unsecured Claims*** (Official Form 206E/F)

   3a. Total claim amounts of priority unsecured claims:
   Copy the total claims from Part 1 from line 5a of *Schedule E/F*............................ $ **0.00**

   3b. Total amount of claims of nonpriority amount of unsecured claims:
   Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*............................ +$ **0.00**

4. **Total liabilities** ....
   Lines 2 + 3a + 3b $ **0.00**

Fill in this information to identify the case:

Debtor name **TerraForm Private Holdings, LLC**

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) **16-13523**

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. **Does the debtor have any cash or cash equivalents?**

☐ No. Go to Part 2.

■ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor				**Current value of debtor's interest**
3.	**Checking, savings, money market, or financial brokerage accounts** *(Identify all)* Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1.	**Wells Fargo Bank, N.A.**	**Operating**	**7652**	**$861,353.08**

4. **Other cash equivalents** *(Identify all)*

5. **Total of Part 1.** **$861,353.08**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and Prepayments

6. **Does the debtor have any deposits or prepayments?**

■ No. Go to Part 3.

☐ Yes Fill in the information below.

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

■ No. Go to Part 4.

☐ Yes Fill in the information below.

Part 4: Investments

13. **Does the debtor own any investments?**

☐ No. Go to Part 5.

■ Yes Fill in the information below.

Debtor **TerraForm Private Holdings, LLC** Case number *(If known)* **16-13523**
Name

		Valuation method used for current value	Current value of debtor's interest

14. **Mutual funds or publicly traded stocks not included in Part 1**
Name of fund or stock:

15. **Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**
Name of entity: % of ownership

	Name of entity	% of ownership	Valuation method used for current value	Current value of debtor's interest
15.1.	**TerraForm Private, LLC**	**100** %	**Unknown**	**Unknown**

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:

17. **Total of Part 4.** **$0.00**
Add lines 14 through 16. Copy the total to line 83.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

■ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

■ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

■ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

■ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

■ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

■ No. Go to Part 11.
☐ Yes Fill in the information below.

Debtor **TerraForm Private Holdings, LLC** Case number *(If known)* **16-13523**
Name

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**
Include all interests in executory contracts and unexpired leases not previously reported on this form.

■ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor **TerraForm Private Holdings, LLC** Case number *(If known)* **16-13523**
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

	Type of property	Current value of personal property	Current value of real property
80.	**Cash, cash equivalents, and financial assets.** *Copy line 5, Part 1*	**$861,353.08**	
81.	**Deposits and prepayments.** *Copy line 9, Part 2.*	**$0.00**	
82.	**Accounts receivable.** *Copy line 12, Part 3.*	**$0.00**	
83.	**Investments.** *Copy line 17, Part 4.*	**$0.00**	
84.	**Inventory.** *Copy line 23, Part 5.*	**$0.00**	
85.	**Farming and fishing-related assets.** *Copy line 33, Part 6.*	**$0.00**	
86.	**Office furniture, fixtures, and equipment; and collectibles.** *Copy line 43, Part 7.*	**$0.00**	
87.	**Machinery, equipment, and vehicles.** *Copy line 51, Part 8.*	**$0.00**	
88.	**Real property.** *Copy line 56, Part 9*..........>		**$0.00**
89.	**Intangibles and intellectual property.** *Copy line 66, Part 10.*	**$0.00**	
90.	**All other assets.** *Copy line 78, Part 11.*	+ **$0.00**	
91.	**Total.** Add lines 80 through 90 for each column	**$861,353.08**	+ 91b. **$0.00**
92.	**Total of all property on Schedule A/B**. Add lines 91a+91b=92		**$861,353.08**

Fill in this information to identify the case:

Debtor name **TerraForm Private Holdings, LLC**

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) **16-13523**

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

■ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:

Debtor name **TerraForm Private Holdings, LLC**

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) **16-13523**

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. **Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).

■ No. Go to Part 2.

☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. **List in alphabetical order all of the creditors with nonpriority unsecured claims**. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 **Nonpriority creditor's name and mailing address**
See Schedule E/F: Part 2 Attachment

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.*

☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: _

Is the claim subject to offset? ■ No ☐ Yes

Unknown

Part 3: List Others to Be Notified About Unsecured Claims

4. **List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2.** Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. **Add the amounts of priority and nonpriority unsecured claims.**

		Total of claim amounts
5a. Total claims from Part 1	5a.	$ **0.00**
5b. Total claims from Part 2	5b. +	$ **0.00**
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	$ **0.00**

In re TerraForm Private Holdings, LLC
Case No. 16-13523
Schedule E/F: Part 2 - Creditors With Nonpriority Unsecured Claims

Creditor Name	Address1	Address2	Address3	Address4	City	State	Zip	Last 4 Digits of Account Number	Date Debt was Incurred	Basis for Claim	Contingent	Unliquidated	Disputed	Claim subject to offset?	Total Claim
Deutsche Bank AG New York Branch Administrative Agent under the Debtors' DIP Financing	5022 Gate Parkway	Suite 100			Jacksonville	FL	32256		4/26/2016	DIP financing guaranty	X				Any amounts outstanding under the DIP Loan Documents (as such term is defined in the Final DIP Order)
Wilmington Trust, National Association, as Trustee	WilmerHale (counsel to Wilmington Trust)	Attn: Andrew Goldman	7 World Trade Center	250 Greenwich Street	New York	NY	10007		1/29/2015	Guaranty	X				Any amounts outstanding under the Prepetition Second Lien Documents (as such term is defined in the Final DIP Order)
Wilmington Savings Fund Society, FSB	Pillsbury Winthrop Shaw Pittman LLP (counsel to WSFS)	Attn: Daniel S. Brown, Dina E. Yavich	1540 Broadway		New York	NY	10036		1/11/2016	Guaranty	X				Any amounts outstanding under the Prepetition Second Lien Documents (as such term is defined in the Final DIP Order)
														Total:	**Unknown**

Fill in this information to identify the case:

Debtor name **TerraForm Private Holdings, LLC**

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) **16-13523**

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. **Does the debtor have any executory contracts or unexpired leases?**

■ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases		**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
2.1	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	
2.2	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	
2.3	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	
2.4	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	

Fill in this information to identify the case:

Debtor name **TerraForm Private Holdings, LLC**

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) **16-13523**

☐ Check if this is an amended filing

Official Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

■ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

	Column 1: **Codebtor**		*Column 2:* **Creditor**	
	Name	**Mailing Address**	**Name**	*Check all schedules that apply:*
2.1		Street City State Zip Code		☐ D ☐ E/F ☐ G
2.2		Street City State Zip Code		☐ D ☐ E/F ☐ G
2.3		Street City State Zip Code		☐ D ☐ E/F ☐ G
2.4		Street City State Zip Code		☐ D ☐ E/F ☐ G

Fill in this information to identify the case:

Debtor name **TerraForm Private Holdings, LLC**

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) **16-13523**

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ■ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ■ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ■ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ■ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ■ *Schedule H: Codebtors* (Official Form 206H)
- ■ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 6, 2017**

X **/s/ Patrick M. Cook**
Signature of individual signing on behalf of debtor

Patrick M. Cook
Printed name

Vice-President – Capital Markets and Corporate Finance
Position or relationship to debtor